

REGISTRATION NO. 19698  
FILED 1425

NOV 9 1995 - 1 02 PM

NEW YORK COMMERCE COMMISSION

AMENDMENT NO. ONE

SELF INSURANCE AGREEMENT

Amendment No. One to that certain Loan and Security Agreement dated 10/24, 1995 ("Loan") by and between **MetLife Capital Corporation**, ("MetLife"), and **WATCO, Inc., Co-Borrower** and **Inman Service Company, Inc., Co-Borrower** ("Borrower").

WITNESSETH:

WHEREAS, the parties desire to enter into the Agreement provided that this Amendment No. One is executed contemporaneously therewith;

NOW THEREFORE, it is agreed as follows:

**SECTION 6(d) INSURANCE.** Insurance to the contrary notwithstanding, Borrower may maintain a self insurance program in lieu of obtaining all risk physical damage insurance with respect to the Equipment; provided however, that MetLife may require Borrower to provide such insurance coverage in the event that Borrower is in default of the Loan, MetLife reasonably believes that Borrower's self insurance program is inadequate, or in the event that there shall be a material adverse change in Borrower's financial condition.

Except as expressly modified herein, the terms and conditions of the Loan remain unchanged.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. One this 24<sup>th</sup> day of October, 1995.

**MetLife Capital Corporation**

By:

Title:

Vice President

**WATCO, Inc., Co-Borrower**

By:

Title:

President

**Inman Service Company, Inc., Co-Borrower**

By:

Title:

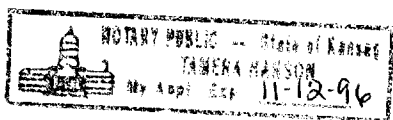
Controller / CFO

ACKNOWLEDGMENT

STATE OF Kansas  
COUNTY OF Crawford

On this 24<sup>th</sup> day of October, 1995 before me, a Notary Public,  
personally appeared Charles R. Webb, to me known to be the  
President of **WATCO, Inc.** who executed the foregoing instrument and  
acknowledged the said instrument was the free and voluntary act and deed of said corporation, for the  
uses and purposes therein mentioned.

[NOTARIAL SEAL]



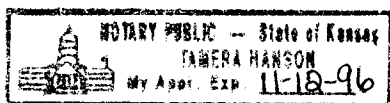
Tamera Hanson  
NOTARY PUBLIC in and for the State of Kansas,  
residing at Pittsburg, KS.  
My commission expires Nov. 12, 1996.

ACKNOWLEDGMENT

STATE OF Kansas  
COUNTY OF Crawford

On this 24<sup>th</sup> day of October, 1995 before me, a Notary Public,  
personally appeared Donald D. Orender, to me known to be the  
Controller / CFO of **Inman Service Company, Inc.** who executed the foregoing  
instrument and acknowledged the said instrument was the free and voluntary act and deed of said  
corporation, for the uses and purposes therein mentioned.

[NOTARIAL SEAL]



Tamera Hanson  
NOTARY PUBLIC in and for the State of Kansas,  
residing at Pittsburg, KS.  
My commission expires Nov. 12, 1996.

ACKNOWLEDGMENT

STATE OF Washington  
COUNTY OF King

On this 24<sup>th</sup> day of October, 1995, before me, a Notary Public, personally appeared Judy Johnston, to me known to be the Vice President of, MetLife Capital Corporation who executed the foregoing instrument and acknowledged the said instrument was the free and voluntary act and deed of said corporation, for the uses and purposes therein mentioned.

[NOTARIAL SEAL]

Deanne A. Mize  
NOTARY PUBLIC in and for the State of Washington  
residing at Woodinville  
My commission expires 2/6/96